

BED BATH & BEYOND INC
Form SC 13G/A
February 16, 2016

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.2)***

Bed Bath & Beyond, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

075896100

(CUSIP Number)

(Date of Event which Requires Filing of this Statement)

December 31, 2015

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1. Brown Brothers Harriman & Co. 13-4973745

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

2. (a) ..
(b) x

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4. New York

SOLE VOTING POWER

5. 2,657,816

SHARED VOTING POWER

NUMBER OF
SHARES 6. 6,165,557
BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON WITH 7.

2,657,816

SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE POWER

8. 7,271,692

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.
8,823,373
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see instructions) ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11.
5.29%

TYPE OF REPORTING PERSON (see instructions)

12.
BK

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Item 1.

(a) Name of Issuer
Bed Bath & Beyond Inc.

Address of Issuer's Principal Executive Offices
(b) 650 Liberty Avenue
Union, New Jersey 07083

Item 2.

(a) Name of Person Filing
Brown Brothers Harriman & Co.

Address of the Principal Office or, if none, residence
(b) 140 Broadway
New York, NY 10005

(c) Citizenship
New York

(d) Title of Class of Securities
Common Stock

(e) CUSIP Number
075896100

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) ☒ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 8,823,373
- (b) Percent of class: 5.29%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 2,657,816
 - (ii) Shared power to vote or to direct the vote 6,165,557
 - (iii) Sole power to dispose or to direct the disposition of 2,657,816
 - (iv) Shared power to dispose or to direct the disposition of 7,271,692

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

N/A

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Instruction. Dissolution of a group requires a response to this item.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The Shares are held by BBH & Co. on behalf of its clients. To the best of the undersigned's knowledge and belief, no other person has such an economic interest relating to more than 5% of the class reported shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

(a) The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 02/16/2015

/s/ Timothy Hartch

Signature

Timothy Hartch, Partner, Brown Brothers

Name/Title